

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

CYCLE-CRAFT CO., INC.
d/b/a BOSTON HARLEY-DAVIDSON/BUELL,

Plaintiff,

v.

HARLEY-DAVIDSON MOTOR COMPANY, INC.,
and BUELL DISTRIBUTION COMPANY, LLC,

Defendants.

Civil Action
No. 04 11402 NMG

**EXHIBITS IN SUPPORT OF PLAINTIFF CYCLE-CRAFT CO., INC.'S MOTION
FOR SUMMARY JUDGMENT**

AFFIDAVIT OF CHRISTOPHER C. NEE, ESQ.

Christopher C. Nee, being duly sworn, states as follows:

1. I am an attorney with the law firm of Goodwin Procter LLP, Exchange Place, Boston, MA 02109. Goodwin Procter represents the plaintiff in the above-captioned action.
2. Attached hereto at Tab 1 is a true and correct copy of the Harley-Davidson Motor Company Dealer Contract, dated September 19, 2000, entered into between Harley-Davidson Motor Company and Cycle-Craft Co., Inc.
3. Attached hereto at Tab 1A is a true and correct copy of the Harley-Davidson Motor Company Dealer Contract Extension entered into between Harley-Davidson Motor Company and Cycle-Craft Co., Inc. in June 2002.
4. Attached hereto at Tab 2 is a true and correct copy of the Harley-Davidson Motor Company General Conditions of Sales and Service.

5. Attached hereto at Tab 3 are a true and correct copies of Harley-Davidson's Non-Retail Sales Policies for the 1991-2004 Model Years.
6. Attached hereto at Tab 4 are true and correct excerpts from the deposition of Jon Flickinger.
7. Attached hereto at Tab 5 is a true and correct copy of the study entitled "Analysis and Recommendations Concerning Export Sales" compiled by the Fontana Group, Inc.
8. Attached hereto at Tab 6 is a true and correct copy of Harley-Davidson's "Non-Retail Policy/P & A Allocation Meeting Minutes," dated May 21, 1992.
9. Attached hereto at Tab 7 are a true and correct excerpts from the deposition of John Atwood.
10. Attached hereto at Tab 8 are true and correct excerpts from the deposition of Ronald Buchbaum.
11. Attached hereto at Tab 9 are true and correct excerpts from the deposition of Sean Walsh.
12. Attached hereto at Tab 10 are true and correct excerpts from the deposition of Jason Marasca.
13. Attached hereto at Tab 11 are true and correct excerpts from the deposition of Al Contois.
14. Attached hereto at Tab 12 are true and correct excerpts from the deposition of Steven Verduyn.

15. Attached hereto at Tab 13 is a true and correct copy of a letter, dated January 11, 2005, from Thomas Wyand, North End Harley-Davidson, Inc., to Mike Malicki, Harley-Davidson Motor Company.

16. Attached hereto at Tab 14 is a true and correct copy of the "Inspection of Records" letter, dated April 20, 2004, from Jon Flickinger to John Atwood.

17. Attached hereto at Tab 15 are true and correct excerpts from the deposition of Michael Stevens.

18. Attached hereto at Tab 16 are true and correct copies of the Bills of Sale from the sales of motorcycles to Florida residents at issue in this dispute.

19. Attached hereto at Tab 17 are true and correct copies of Sales and Warranty Registration forms ("SWRs") from the sales of motorcycles to Florida residents at issue in this dispute.

20. Attached hereto at Tab 18 are true and correct copies of the driver's licenses from the sales of motorcycles to Florida residents at issue in this dispute.

21. Attached hereto at Tab 19 are true and correct excerpts from the deposition of Debra Lunsford.

22. Attached hereto at Tab 20 are true and correct copies of the cashier's checks from the sales of motorcycles to Florida residents at issue in this dispute.

23. Attached hereto at Tab 21 are true and correct excerpts from the deposition of Jeffrey Christensen.

24. Attached hereto at Tab 22 are true and correct copies of the Bills of Sales from the sales of motorcycles to New Hampshire residents at issue in this dispute.

25. Attached hereto at Tab 23 are true and correct copies of the Certificates of Origins from the sales of motorcycles to New Hampshire residents at issue in this dispute.

26. Attached hereto at Tab 24 are true and correct copies of the cashier's checks from the sales of motorcycles to New Hampshire residents at issue in this dispute.

27. Attached hereto at Tab 25 are true and correct copies of the drivers licenses from the sales of motorcycles to New Hampshire residents at issue in this dispute.

28. Attached hereto at Tab 26 is a true and correct copy of the "Notice of Dealer Contract Termination" letter, dated April 20, 2004, from Jon Flickinger to John Atwood.

29. Attached hereto at Tab 27 are true and correct excerpts from the deposition of Kenneth McPhee.

30. Attached hereto at Tab 28 are true and correct excerpts from the deposition of Michael Bloom.

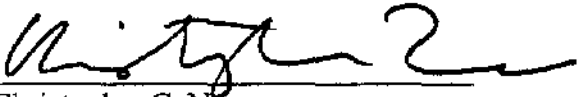
31. Attached hereto at Tab 29 are true and correct excerpts from the deposition of Jamie McGrath.

32. Attached hereto at Tab 30 are true and correct excerpts from the deposition of Dianne Bolden.

33. Attached hereto at Tab 31 are true and correct excerpts from the deposition of Stephen Vesey.

34. Attached hereto at Tab 32 is a true and correct copy of Harley-Davidson's Answers to Plaintiff's Third Set of Interrogatories.

Signed under penalties of perjury this 30th day of August 2005.


Christopher C. Nee